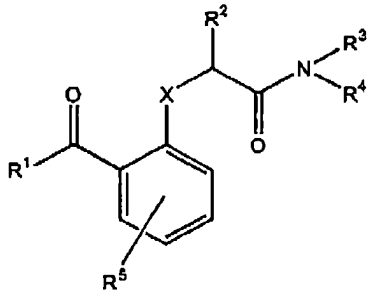
Amendments to the Claims:

This listing of claims will replace all prior versions, and listings, of claims in the application:

Listing of Claims:

Claim 1 (canceled)

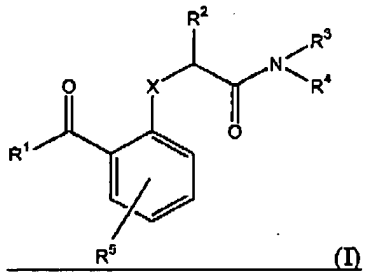
Claim 2 (currently amended) A compound of formula (I)



(I)

wherein X is O; R^1 is C_{6-14}aryl substituted with one or more substituents selected from the group consisting of halogen, $-CF_3$, C_{1-8}alkyl, -CN, $-SR^6$, $-S(O)_2R^6$; or heterocycle, optionally substituted with one or more substituents selected from the group consisting of C_{1-8}alkyl, -CN, and C_{6-14}arylC_{1-8}alkyl; R^6 is C_{1-8}alkyl, optionally substituted with halogen; R^7 is C_{1-8} alkyl optionally substituted with one or more substituents selected from the group consisting of hydroxy; $-NH_2$, or heterocycle; R^2 is hydrogen; R^3 is hydrogen or C_{1-8} alkyl; R^4 is heterocycle, optionally substituted with one or more substituents selected from the group consisting of oxo, halogen, C_{1-8}alkyl, $-OR^{11}$ and $-SR^{10}N(R^{10})_2$, $S(O)_2NR^8R^9$; or C_{6-14}aryl substituted with one or more substituents selected from the group consisting of hydroxy, halogen, $-CF_3$, C_{1-8}alkyl, hydroxyC_{1-8}alkyl, -CN, $-NO_2$, $-C(O)NH_2$, $-S(O)R^7$, $-S(O)_2R^7$, $-S(O)_2NR^8R^9$, $-OR^{11}$, $-C(O)NR^{11}$, $-C(O)OR^{11}$, $-NR^{11}$, $-NC(O)R^{11}$, and heterocycle which may be optionally substituted with one or more substituents selected from the group consisting of oxo, C_{1-8}alkyl and heterocycleC_{1-8}alkyl; $R^8$and R^9 are the same or different and are selected from the group consisting of hydrogen, C_{1-8}alkyl, C_{1-8}alkylheterocycle, heterocycle, and C_{3-6}cycloalkyl; R^{10} is C_{1-8}alkyl; R^{11} is C_{1-8}alkyl, optionally substituted with $-SO_2NR^8R^9$; and R^5 is halogen or $-NO_2$; or a pharmaceutically acceptable ~~derivative~~ salt thereof.

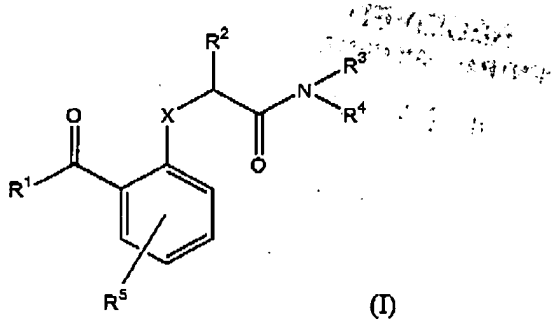
Claim 3 (currently amended) A compound of formula (I)



(I)

~~according to claim 2~~ wherein X is O; R^1 is C_{6-14}aryl substituted with one or more substituents selected from the group consisting of halogen, $-CF_3$, C_{1-8}alkyl, and -CN; R^2 and R^3 are hydrogen; R^4 is C_{6-14}aryl substituted with one or more substituents selected from the group consisting of halogen, C_{1-8}alkyl, -CN, $-NO_2$, $-S(O)R^7$, $-S(O)_2R^7$, $-NS(O)_2R^7$, wherein R^7 is $-NH_2$; and R^5 is halogen; or a pharmaceutically acceptable ~~derivative~~ salt thereof.

Claim 4 (currently amended) A compound of formula (I)

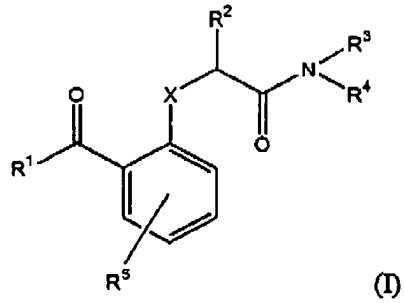


(I)

wherein X is O; R^1 is C_{6-14}aryl which may be optionally substituted with one or more substituents selected from the group consisting of halogen, C_{1-8}alkyl, CF_3, -CN; R^2 and R^3 are hydrogen; R^4 is C_{6-14}aryl substituted with one or more substituents selected from the group consisting of C_{1-8}alkyl and $S(O)_2NR^8R^9$, wherein $R^8$and R^9 are independently selected from the group consisting of hydrogen, ~~C_{3-6}~~ C_{3-6}cycloalkyl, C_{1-8}alkyl optionally substituted with one or more substituents selected from the group consisting of oxo, heterocycle, CN and C_{6-14}aryl optionally substituted with alkoxy, C_{1-8} alkylamino, C_{1-8}alkylheterocycle, heterocycle, heterocycleC_{1-8}alkyl, C_{3-6}cycloalkylC_{1-8}alkyl, and C_{3-6}cycloalkyl; R^5 is hydrogen, halogen, C_{1-}

$_{8}$alkyl, -NO_2, -NH_2, C_{1-8}alkylamino, CF_3, or alkoxy; or a pharmaceutically acceptable salt thereof.

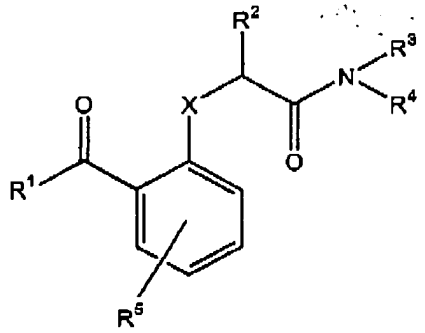
Claim 5 (currently amended) A compound of formula (I)



(I)

wherein X is O, R^1 is C_{6-14}aryl substituted with one or more substituents selected from the group consisting of halogen, -CF_3, C_{1-8}alkyl, and -CN; R^2 and R^3 are hydrogen; R^4 is C_{6-14}aryl substituted with one or more substituents selected from the group consisting of halogen, C_{1-8}alkyl, -CN, -NO_2, -$S(O)R^7$, -$S(O)_2R^7$, -$NS(O)_2R^7$, wherein R^7 is -NH_2; and R^5 is halogen; or a pharmaceutically acceptable ~~derivative~~ salt thereof ~~provided that when X is C; R^2 and R^3 are hydrogen; R^4 is C_{6-14}aryl substituted with halogen, CN, C_{1-8}alkyl, NO_2; and R^5 is halogen, then R^4 cannot be C_{6-10}aryl substituted with alkoxy~~ .

Claim 6 (currently amended) A compound of formula (IA)



(IA)

wherein:

X is C, O, or N;

R^1 is C_{6-14}aryl which may be optionally substituted with one or more substituents selected from the group consisting of halogen, $-CF_3$, C_{1-8}alkyl, C_{1-8}alkylamino, alkoxy, C_{3-6}cycloalkylC_{2-6}alkenyl, C_{6-14}arylC_{2-6}alkenyl, -CN, $-NO_2$, $-NH_2$, $-SR^6$, $-S(O)_2R^6$, $-S(O)R^7$, $-S(O)_2R^7$, $-C(O)R^7$, C_{2-6}alkenyl which may be optionally substituted with a substituent selected from the group consisting of hydroxy, halogen, aryl, and heterocycle and C_{2-6}alkynyl which may be optionally substituted with a substituent selected from the group consisting of hydroxy, halogen, aryl, C_{3-6}cycloalkyl, and heterocycle;

R^6 is C_{1-8}alkyl optionally substituted with one or more substituents selected from the group consisting of hydroxyl, halogen, $-CF_3$, aryl, and heterocycle;

R^7 is C_{1-8} alkyl, optionally substituted with one or more substituents selected from the group consisting of hydroxy, halogen, aryl, C_{3-6}cycloalkyl and heterocycle; $-NH_2$; or heterocycle;

R^2 is hydrogen, halogen, or C_{1-8}alkyl;

R^3 is hydrogen;

R^4 is C_{6-14}aryl substituted with one or more substituents selected from the group consisting of hydroxy, halogen, $-CF_3$, C_{1-8}alkyl, hydroxyC_{1-8}alkyl, -CN, $-NO_2$, C_{1-8}alkylamino, heterocycleC_{1-8}alkyl, $-C(O)NH_2$, $-S(O)R^7$, $-S(O)_2R^7$, $-C(O)R^7$, $-NS(O)_2R^7$, $-S(O)_2NR^8R^9$, $-S(O)_2NHR^{11}$, $-S(O)_2R^{11}$, $-S(O)_2NR^7COR^{11}$, $-S(O)_2NHCOR^{11}$, $-S(O)_2[COR^{11}]_n$ wherein n is 1, 2, or 3, $-OR^{11}$, $-OR^{11}OR^{11}$, $-C(O)R^{11}$, $-C(O)NR^{11}$, $-C(O)OR^{11}$, $-NR^{11}$, $-NC(O)R^{11}$, heterocycleC_{2-6}alkenyl, heterocycle which may be optionally substituted with one or more substituents selected from the group consisting of oxo, C_{1-8}alkyl, and $C(O)OR^{11}$, and C_{1-8}alkyl which may be optionally substituted with one or more substituents selected from the group consisting of -CN and heterocycle, optionally substituted with $-C(O)R^{11}$;

$R^8$and R^9 are independently selected from the group consisting of hydrogen, C_{3-6}cycloalkyl, C_{1-8}alkyl optionally substituted with one or more substituents selected from the group consisting of oxo, heterocycle, CN and C_{6-14}aryl optionally substituted with alkoxy, C_{1-8} alkylamino, C_{1-8}alkylheterocycle, heterocycle, heterocycleC_{1-8}alkyl, C_{3-6}cycloalkylC_{1-8}alkyl, and C_{3-6}cycloalkyl;

R^{11} is C_{1-8}alkyl, optionally substituted with one or more substituents selected from the group consisting of hydrogen, hydroxy, halogen, C_{1-8}alkyl, C_{3-6}cycloalkyl, alkoxy, $-S(O)_2NR^8R^9$, $NCONH_2$, and heterocycle optionally substituted with one or more

substituents selected from the group consisting of oxo, hydroxy, and C_{1-8}alkyl; heterocycle optionally substituted with heterocycleC_{1-8}alkyl; or C_{6-14}aryl optionally substituted with alkoxy;

R^5 is hydrogen, halogen, C_{1-8}alkyl, $-NO_2$, $-NH_2$, C_{1-8}alkylamino, CF_3, or alkoxy;

or a pharmaceutically acceptable ~~derivative~~ salt thereof provided that

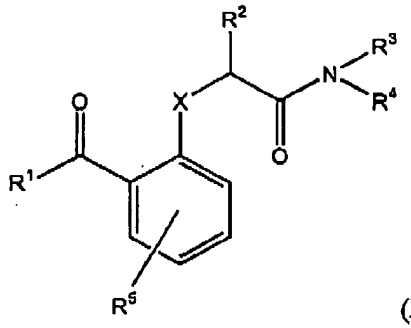
a) when X is C; R^2 is hydrogen, halogen or C_{1-8}alkyl; R^3 is hydrogen; R^4 is C_{6-14}aryl substituted with halogen, hydroxy, or C_{1-8}alkyl; R^5 is hydrogen, halogen, C_{1-8}alkyl, or alkoxy; then R^1 cannot be C_{1-8}alkyl, C_{3-6}cycloalkyl, or C_{6-14}aryl substituted with halogen, C_{1-8}alkyl, or C_{6-14}arylC_{2-6}alkenyl; and

(b) when X is C; R^2 is hydrogen or alkyl; R^3 is hydrogen; R^4 is C_{6-14}aryl substituted with halogen, CN, alkyl, or $-NO_2$; R^5 is hydrogen, $-NO_2$, or NH_2, then R^1 cannot be C_{10-14} aryl substituted with alkoxy.

Claim 7 (currently amended) A compound of formula (IA) according to claim 6 wherein X is O; R^1 is C_{6-14}aryl substituted with one or more substituents selected from the group consisting of halogen, $-CF_3$, C_{1-8}alkyl, -CN, C_{2-6}alkenyl which may be optionally substituted with a substituent selected from the group consisting of hydroxy, halogen, aryl, and heterocycle and C_{2-6}alkynyl which may be optionally substituted with a substituent selected from the group consisting of hydroxy, halogen, aryl, C_{3-6}cycloalkyl, and heterocycle; R^2 and R^3 are hydrogen; R^4 is C_{6-14}aryl substituted with one or more substituents selected from the group consisting of C_{1-8}alkyl, $-S(O)_2R^7$, $-S(O)_2NR^8R^9$, $-OR^{11}$, heterocycleC_{2-6}alkenyl, and heterocycle which may be optionally substituted with oxo; and R^5 is halogen; or a pharmaceutically acceptable ~~derivative~~ salt thereof.

Claim 8 (canceled)

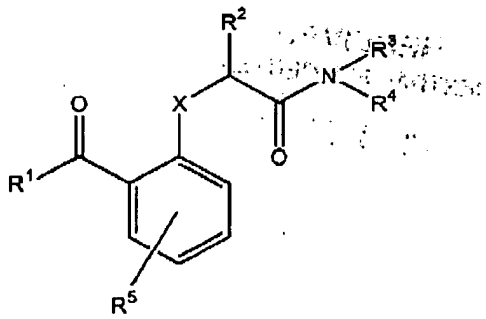
Claim 9 (currently amended) A compound of formula (IB)



(IB)

wherein X is O; R^1 is C_{6-14}aryl substituted with one or more substituents selected from the group consisting of halogen, $-CF_3$, and -CN; R^2 is hydrogen; R^3 is hydrogen; R^4 is heterocycle; and R^5 is halogen; or a pharmaceutically acceptable ~~derivative~~ salt thereof.

Claim 10 (currently amended) A compound of formula (IC)



(IC)

wherein:

X is C, O, or N;

R^1 is heterocycle, optionally substituted with one or more substituents selected from the group consisting of C_{1-8}alkyl, halogen, -CN, C_{6-14}arylC_{1-8}alkyl and heterocycle;

R^2 is hydrogen, halogen, or C_{1-8}alkyl;

R^3 is hydrogen;

R^4 is C_{6-14}aryl substituted with one or more substituents selected from the group consisting of hydroxy, halogen, $-CF_3$, C_{1-8}alkyl, hydroxyC_{1-8}alkyl, -CN, $-NO_2$, C_{1-8}alkylamino, heterocycleC_{1-8}alkyl, $-C(O)NH_2$, $-S(O)R^7$, $-S(O)_2R^7$, $-C(O)R^7$,

$-NS(O)_2R^7$, $-S(O)_2NR^8R^9$, $-S(O)_2NHR^{11}$, $-S(O)_2R^{11}$, $-S(O)_2NR^7COR^{11}$, $-S(O)_2NHCOR^{11}$, $-S(O)_2[COR^{11}]_n$ wherein n is 1, 2, or 3, $-OR^{11}$, $-OR^{11}OR^{11}$, $-C(O)R^{11}$, $-C(O)NR^{11}$, $-C(O)OR^{11}$, $-NR^{11}$, $-NC(O)R^{11}$, heterocycleC_{2-6}alkenyl, heterocycle which may be optionally substituted with one or more substituents selected from the group consisting of oxo, C_{1-8}alkyl, and $C(O)OR^{11}$, and C_{1-8}alkyl which may be optionally substituted with one or more substituents selected from the group consisting of -CN and heterocycle, optionally substituted with $-C(O)R^{11}$;

R^7 is C_{1-8} alkyl, optionally substituted with one or more substituents selected from the group consisting of hydroxy, halogen, aryl, C_{3-6}cycloalkyl and heterocycle; $-NH_2$; or heterocycle;

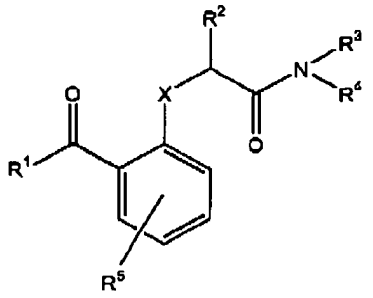
$R^8$and R^9 are independently selected from the group consisting of hydrogen, C_{3-6}cycloalkyl, C_{1-8}alkyl optionally substituted with one or more substituents selected from the group consisting of oxo, heterocycle, CN and C_{6-14}aryl optionally substituted with alkoxy, C_{1-8} alkylamino, C_{1-8}alkylheterocycle, heterocycle, heterocycleC_{1-8}alkyl, C_{3-6}cycloalkylC_{1-8}alkyl, and C_{3-6}cycloalkyl;

R^{11} is C_{1-8}alkyl, optionally substituted with one or more substituents selected from the group consisting of hydrogen, C_{1-8}alkyl, alkoxy, $-S(O)_2NR^8R^9$, $-NR^8R^9$, and heterocycle, optionally substituted with one or more substituents selected from the group consisting of oxo and C_{1-8}alkyl;

R^5 is hydrogen, halogen, C_{1-8}alkyl, $-NO_2$, $-NH_2$, C_{1-8}alkylamino, CF_3, or alkoxy;
or a pharmaceutically acceptable ~~derivative~~ salt thereof.

Claim 11 (currently amended) A compound of formula (IC) according to claim 10 wherein X is O; R^1 is heterocycle, optionally substituted with -CN; R^2 and R^3 are hydrogen; R^4 is C_{6-14}aryl substituted with one or more substituents selected from the group consisting of C_{1-8}alkyl, $-S(O)_2NR^8R^9$, $-OR^{11}$, and heterocycle which may be optionally substituted with one or more substituents selected from the group consisting of oxo; and R^5 is halogen; or a pharmaceutically acceptable ~~derivative~~ salt thereof.

Claim 12 (currently amended) A compound of formula (ID):



(ID)

wherein:

X is C, O, or N;

R^1 is heterocycle, optionally substituted with one or more substituents selected from the group consisting of C_{1-8}alkyl, halogen, -CN, C_{6-14}arylC_{1-8}alkyl and heterocycle;

R^2 is hydrogen, halogen, or C_{1-8}alkyl;

R^3 and R^4 are independently hydrogen; hydroxy; heterocycle optionally substituted with one or more substituents selected from the group consisting of oxo, hydroxy, hydroxyC_{1-8}alkyl, halogen, C_{1-8}alkyl, $-OR^{11}$, $-S(O)_2NR^8R^9$, and $-SR^{10}N(R^{10})_2$; or R^3 and R^4 together with the nitrogen atom to which they are attached form a heterocycle which may be optionally substituted with C_{6-14}aryl, which may be optionally substituted with one or more substituents selected from the group consisting of C_{1-8}alkyl and $-NO_2$; provided that R^3 and R^4 cannot both be hydrogen or hydroxy;

$R^8$and R^9 are independently selected from the group consisting of hydrogen, C_{3-6}cycloalkyl, C_{1-8}alkyl optionally substituted with one or more substituents selected from the group consisting of oxo, heterocycle, CN and C_{6-14}aryl optionally substituted with alkoxy, C_{1-8} alkylamino, C_{1-8}alkylheterocycle, heterocycleC_{1-8}alkyl, C_{3-6}cycloalkylC_{1-8}alkyl, and C_{3-6}cycloalkyl;

R^{10} is C_{1-8}alkyl;

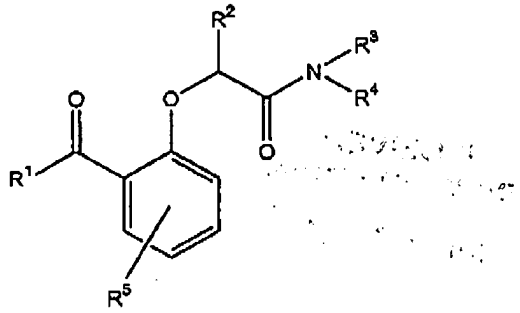
R^{11} is C_{1-8}alkyl, optionally substituted with one or more substituents selected from the group consisting of hydrogen, C_{1-8}alkyl, $-S(O)_2NR^8R^9$, and heterocycle optionally substituted with one or more substituents selected from the group consisting of oxo, and C_{1-8}alkyl;

R^5 is hydrogen, halogen, C_{1-8}alkyl, $-NO_2$, $-NH_2$, C_{1-8}alkylamino, CF_3, or alkoxy;
or a pharmaceutically acceptable ~~derivative~~ salt thereof.

Claim 13 (currently amended) A compound of formula (ID) according to claim 12 wherein X is O; R^1 is heterocycle; R^2 and R^3 are hydrogen; R^4 is heterocycle; and R^5 is halogen; or a pharmaceutically acceptable ~~derivative~~ salt thereof.

Claim 14 (previously presented) A compound according to claim 6 wherein X is O.

Claim 15 (withdrawn) A compound of formula (II):



(II)

wherein:

R^1 is C_{6-14}aryl which may be optionally substituted with one or more substituents selected from the group consisting of halogen, $-CF_3$, C_{1-8}alkyl, C_{1-8}alkylamino, alkoxy, C_{3-6}cycloalkylC_{2-6}alkenyl, C_{6-14}arylC_{2-6}alkenyl, -CN, $-NO_2$, $-NH_2$, $-SR^6$, $-S(O)_2R^6$, $-S(O)R^7$, $-S(O)_2R^7$, $-C(O)R^7$, C_{2-6}alkenyl which may be optionally substituted with a substituent selected from the group consisting of hydroxy, halogen, aryl, and heterocycle, and C_{2-6}alkynyl which may be optionally substituted with a substituent selected from the group consisting of hydroxy, halogen, aryl, C_{3-6}cycloalkyl, and heterocycle;

R^6 is C_{1-8}alkyl, optionally substituted with one or more substituents selected from the group consisting of hydroxy, halogen, $-CF_3$, aryl, and heterocycle;

R^7 is C_{1-8} alkyl, optionally substituted with one or more substituents selected from the group consisting of hydroxy, halogen, aryl, C_{3-6}cycloalkyl and heterocycle; $-NH_2$; or heterocycle;

R^2 is hydrogen, halogen, or C_{1-8}alkyl;

R^3 and R^4 form a heterocycle which may be optionally substituted with C_{6-14}aryl, which may be optionally substituted with one or more substituents selected from the group consisting of C_{1-8}alkyl and $-NO_2$;

provided that when R^1 is unsubstituted C_{6-14}aryl, then R^3R^4 is substituted.

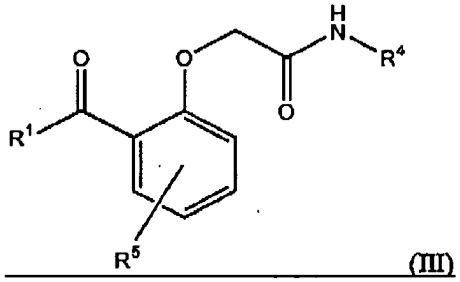
R^5 is hydrogen, halogen,C_{1-8}alkyl, $-NO_2$, $-NH_2$,C_{1-8}alkylamino, CF_3, or alkoxy;

or a pharmaceutically acceptable derivative thereof.

Claim 16 (withdrawn) A compound of formula (II) according to claim 15 wherein R^1 is C_{6-14}aryl which is substituted with halogen; R^2 is hydrogen; R^3 and R^4 form a heterocycle which may be optionally substituted with C_{6-14}aryl, which may be optionally substituted with one or more substituents selected from the group consisting of C_{1-8}alkyl and $-NO_2$; and R^5 is halogen; or a pharmaceutically acceptable derivative thereof.

Claim 17 (canceled)

Claim 18 (currently amended) A compound of formula (III)



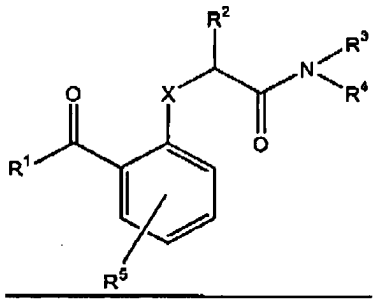
(III)

~~according to claim 17~~ wherein R^1 is C_{6-14}aryl substituted with one or more substituents selected from the group consisting of halogen, $-CF_3$, C_{1-8}alkyl, -CN, $-SR^6$, $-S(O)_2R^6$; or heterocycle, optionally substituted with one or more substituents selected from the group

consisting of C_{1-8}alkyl, -CN, and C_{6-14}arylC_{1-8}alkyl; R^6 is C_{1-8}alkyl, optionally substituted with halogen; R^7 is C_{1-8} alkyl, optionally substituted with one or more substituents selected from the group consisting of hydroxy, $-NH_2$, or heterocycle; R^4 is heterocycle, optionally substituted with one or more substituents selected from the group consisting of oxo, halogen, C_{1-8}alkyl, $-OR^{11}$ and $-SR^{10}N(R^{10})_2$; or C_{6-14}aryl substituted with one or more substituents selected from the group consisting of hydroxy, $-CF_3$, C_{1-8}alkyl, hydroxyC_{1-8}alkyl, -CN, $-NO_2$, $-C(O)NH_2$, $-S(O)_2R^7$, $-S(O)_2NR^8R^9$, $-OR^{11}$, $-C(O)NR^{11}$, $-C(O)OR^{11}$, $-NR^{11}$, $-NC(O)R^{11}$, heterocycle which may be optionally substituted with one or more substituents selected from the group consisting of oxo and C_{1-8}alkyl; $R^8$and R^9 are the same or different and are selected from the group consisting of hydrogen, C_{1-8}alkyl, C_{1-8}alkylheterocycle, heterocycle, and C_{3-6}cycloalkyl; R^{10} is C_{1-8}alkyl; R^{11} is C_{1-8}alkyl, optionally substituted with $-S(O)_2NR^8R^9$; and R^5 is halogen or $-NO_2$; or a pharmaceutically acceptable ~~derivative~~ salt thereof.

Claim 19 (currently amended) A compound of formula (III) according to claim ~~17~~ 18 wherein R^1 is C_{6-14}aryl substituted with one or more substituents selected from the group consisting of halogen, $-CF_3$, C_{1-8}alkyl, and -CN; R^4 is C_{6-14}aryl substituted with one or more substituents selected from the group consisting of halogen, C_{1-8}alkyl, -CN, $-NO_2$, $-S(O)R^7$, $-S(O)_2R^7$, $-NS(O)_2R^7$, wherein R^7 is $-NH_2$; and R^5 is halogen; or a pharmaceutically acceptable ~~derivative~~ salt thereof.

Claim 20 (currently amended) A compound ~~according claim 4~~ of formula (I)



(I)

wherein:
X is O;
R^1 is phenyl which is substituted in the *meta* position with one or more substituents selected from the group consisting of halogen, $-CF_3$, C_{1-8}alkyl, C_{1-8}alkylamino, alkoxy, C_3.

$_6$cycloalkylC_{2-6}alkenyl, C_{6-14}arylC_{2-6}alkenyl, -CN, -NO_2, -NH_2, -SR^6, -$S(O)_2R^6$, -$S(O)R^7$, -$S(O)_2R^7$, -$C(O)R^7$, C_{2-6}alkenyl which may be optionally substituted with a substituent selected from the group consisting of hydroxy, halogen, aryl, and heterocycle, and C_{2-6}alkynyl which may be optionally substituted with a substituent selected from the group consisting of hydroxy, halogen, aryl, C_{3-6}cycloalkyl, and heterocycle;

R^2 is hydrogen;

R^3 is hydrogen;

R^4 is phenyl substituted in the *ortho* position with a substituent selected from the group consisting of hydroxy, halogen, -CF_3, or C_{1-8}alkyl and substituted at the *para* position with a substituent selected from the group consisting of hydroxy, halogen, -CF_3, C_{1-8}alkyl, hydroxyC_{1-8}alkyl, -CN, -NO_2, C_{1-8}alkylamino, heterocycleC_{1-8}alkyl, -$C(O)NH_2$, -$S(O)R^7$, -$S(O)_2R^7$, -$C(O)R^7$, -$NS(O)_2R^7$, -$S(O)_2NR^8R^9$, -$S(O)_2NHR^{11}$, -SO_2R^{11}, -OR^{11}, -$C(O)R^{11}$, -$C(O)NR^{11}$, -$C(O)OR^{11}$, -NR^{11}, -$NC(O)R^{11}$, heterocycleC_{2-6}alkenyl, heterocycle which may be optionally substituted with one or more substituents selected from the group consisting of oxo, C_{1-8}alkyl, and $C(O)OR^{11}$, and C_{1-8}alkyl which may be optionally substituted with one or more substituents selected from the group consisting of -CN and heterocycle, optionally substituted with -$C(O)R^{11}$;

R^5 is a substituent in the *para* position relative to X and is selected from the group consisting of halogen, C_{1-8}alkyl, -NO_2, -NH_2, C_{1-8}alkylamino, CF_3, or alkoxy;

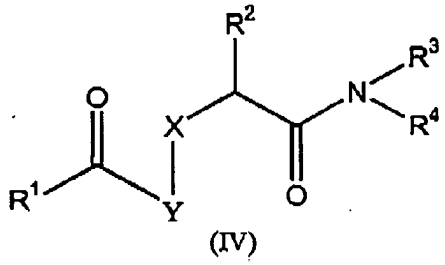
R^6 is C_{1-8}alkyl, optionally substituted with one or more substituents selected from the group consisting of hydroxy, halogen, -CF_3, aryl, and heterocycle;

R^7 is C_{1-8}alkyl, optionally substituted with one or more substituents selected from the group consisting of hydroxy, halogen, aryl, C_{3-6}cycloalkyl and heterocycle; -NH_2; or heterocycle;

R^8 and R^9 are independently selected from the group consisting of hydrogen; C_{3-6}cycloalkyl; C_{1-8}alkyl optionally substituted with one ore more substituents selected from the group consisting of oxo, heterocycle, CN and C_{6-14}aryl optionally substituted with alkoxy, C_{1-8}alkylamino, C_{1-8}alkylheterocycle, heterocycle, heterocycleC_{1-8}alkyl, C_{3-6}cycloalkylC_{1-8}alkyl, and C_{3-6}cycloaklyl; or –$C(O)NH_2$;

R^{11} is C_{1-8}alkyl, optionally substituted with one or more substituents selected from the group consisting of hydrogen, C_{1-8}alkyl, -$S(O)_2NR^8R^9$, -NR^8R^9, and heterocycle, optionally substituted with one or more substituents selected from the group consisting of oxo and C_{1-8}alkyl; or a pharmaceutically acceptable ~~derivative~~ salt thereof.

Claim 21 (withdrawn) A compound of formula (IV)



(IV)

wherein:

X is C, O, or N;

Y is heterocycle optionally substituted with one or more substituents selected from the group consisting of halogen, C_{1-8}alkyl, $-NO_2$, $-NH_2$, C_{1-8}alkylamino, $-CF_3$, or alkoxy;

R^1 is C_{1-8}alkyl; C_{3-6}cycloalkyl; C_{6-14}aryl which may be optionally substituted with one or more substituents selected from the group consisting of halogen, $-CF_3$, C_{1-8}alkyl, C_{1-8}alkylamino, C_{3-6}cycloalkylC_{2-6}alkenyl, C_{6-14}arylC_{2-6}alkenyl, -CN, $-NO_2$, $-NH_2$, $-SR^6$, $-S(O)_2R^6$, $-S(O)R^7$, $-S(O)_2R^7$, $-C(O)R^7$, C_{2-6}alkenyl which may be optionally substituted with a substituent selected from the group consisting of hydroxy, halogen, aryl, and heterocycle, and C_{2-6}alkynyl which may be optionally substituted with a substituent selected from the group consisting of hydroxy, halogen, aryl, C_{3-6}cycloalkyl, and heterocycle; or heterocycle, optionally substituted with one or more substituents selected from the group consisting of C_{1-8}alkyl, -CN, C_{6-14}arylC_{1-8}alkyl and heterocycle;

R^6 is C_{1-8}alkyl, optionally substituted with one or more substituents selected from the group consisting of hydroxy, halogen, $-CF_3$, aryl, and heterocycle;

R^7 is C_{1-8} alkyl, optionally substituted with one or more substituents selected from the group consisting of hydroxy, halogen, aryl, C_{3-6}cycloalkyl and heterocycle; $-NH_2$; or heterocycle;

R^2 is hydrogen, halogen,or C_{1-8}alkyl;

R^3 and R^4 are independently hydrogen; hydroxy; heterocycle, optionally substituted with one or more substituents selected from the group consisting of oxo, hydroxy, hydroxyC_{1-8}alkyl, halogen, C_{1-8}alkyl, OR^{11} and $-SR^{10}N(R^{10})_2$; or C_{6-14}aryl substituted with one or more substituents selected from the group consisting of hydroxy, halogen, $-CF_3$, C_{1-8}alkyl, hydroxyC_{1-8}alkyl, -CN, $-NO_2$, C_{1-8}alkylamino, heterocycleC_{1-8}alkyl, $-C(O)NH_2$, $-S(O)R^7$, -

$S(O)_2R^7$, $-C(O)R^7$, $-NSO_2R^7$, $-S(O)_2NR^8R^9$, $-OR^{11}$, $-C(O)R^{11}$, $-C(O)NR^{11}$, $-C(O)OR^{11}$, $-NR^{11}$, $-NC(O)R^{11}$, heterocycleC_{2-6}alkenyl, heterocycle which may be optionally substituted with one or more substituents selected from the group consisting of oxo, C_{1-8}alkyl, and $C(O)OR^{11}$, and C_{1-8}alkyl which may be optionally substituted with one or more substituents selected from the group consisting of -CN and heterocycle, optionally substituted with $-C(O)R^{11}$; provided that R^3 and R^4 cannot both be hydrogen or hydroxy;

$R^8$and R^9 are independently selected from the group consisting of hydrogen, C_{1-8}alkyl, C_{1-8} alkylamino, C_{1-8}alkylheterocycle, heterocycle, and C_{3-6}cycloalkyl;

R^{10} is C_{1-8}alkyl;

R^{11} is C_{1-8}alkyl, optionally substituted with one or more substituents selected from the group consisting of hydrogen, C_{1-8}alkyl, $-SO_2NR^8R^9$, and heterocycle, optionally substituted with one or more substituents selected from the group consisting of oxo and C_{1-8}alkyl;

R^5 is hydrogen, halogen,C_{1-8}alkyl, $-NO_2$, $-NH_2$, C_{1-8}alkylamino, CF_3, or alkoxy;
or a pharmaceutically acceptable derivative thereof.

Claim 22 (withdrawn) A compound of formula (IV) according to claim 21 wherein Y is a heterocycle substituted with one or more substituents selected from the group consisting of halogen, C_{1-8}alkyl, $-NO_2$, $-NH_2$, C_{1-8}alkylamino, $-CF_3$, or alkoxy; or a pharmaceutically acceptable derivative thereof. More preferred compounds of formula (IV) are compounds wherein X is O. Most preferred compounds of formula (IV) are those wherein X is O and Y is a heterocycle substituted with one or more substituents selected from the group consisting of halogen, C_{1-8}alkyl, $-NO_2$, $-NH_2$, C_{1-8}alkylamino, $-CF_3$, or alkoxy; or a pharmaceutically acceptable ~~derivative~~ salt thereof.

Claim 23 (currently amended) A compound selected from the group consisting of:

2-[2-(1-benzothiophen-2-ylcarbonyl)-4-chlorophenoxy]-N-phenylacetamide;

2-(2-benzoyl-4-chlorophenoxy)-N-[4-(1H-imidazol-1-yl)phenyl]acetamide;

2-[4-chloro-2-(2-thienylcarbonyl)phenoxy]-N-[2-methyl-4-(1-oxo-1lambda~4~,4-thiazinan-4-yl)phenyl]acetamide;

2-(2-benzoyl-4-chlorophenoxy)-N-[4-(1H-1,2,4-triazol-1-yl)phenyl]acetamide;

2-(2-benzoyl-4-chlorophenoxy)-N-[4-(4-morpholinyl)phenyl]acetamide;

N-[4-(aminosulfonyl)phenyl]-2-(2-benzoyl-4-chlorophenoxy)acetamide;

2-(2-benzoyl-4-chlorophenoxy)-N-{4-[(1,3-thiazol-2-ylamino)sulfonyl]phenyl}acetamide;

2-(2-benzoyl-4-chlorophenoxy)-N-[4-(4-methyl-1-piperazinyl)phenyl]acetamide;

2-(2-benzoyl-4-chlorophenoxy)-N-[4-(hydroxymethyl)phenyl]acetamide;

2-(2-benzoyl-4-chlorophenoxy)-N-{4-[(methylamino)sulfonyl]phenyl}acetamide;

2-(2-benzoyl-4-chlorophenoxy)-N-[4-(1-oxo-1lambda~4~,4-thiazinan-4-yl)phenyl]acetamide;

2-(2-benzoyl-4-chlorophenoxy)-N-[4-(1,1-dioxo-1lambda~6~,4-thiazinan-4-yl)phenyl]acetamide;

2-(2-benzoyl-4-chlorophenoxy)-N-[2-methyl-4-(4-morpholinyl)phenyl]acetamide;

2-(2-benzoyl-4-chlorophenoxy)-N-{4-[3-(dimethylamino)propoxy]-2-methylphenyl}acetamide;

2-(2-benzoyl-4-chlorophenoxy)-N-[4-(1-hydroxyethyl)phenyl]acetamide;

2-(2-benzoyl-4-chlorophenoxy)-N-[4-(1-hydroxyethyl)phenyl]acetamide;

2-(2-benzoyl-4-chlorophenoxy)-N-[2-methyl-4-(1-oxo-1lambda~4~,4-thiazinan-4-yl)phenyl]acetamide;

2-(2-benzoyl-4-chlorophenoxy)-N-{2-methyl-4-[3-(1-pyrrolidinyl)propoxy]phenyl}acetamide;

2-(2-benzoyl-4-chlorophenoxy)-N-(1H-indazol-5-yl)acetamide;

2-(2-benzoyl-4-chlorophenoxy)-N-{2-methyl-4-[3-(4-morpholinyl)propoxy]phenyl}acetamide;

2-(2-benzoyl-4-chlorophenoxy)-N-{4-[3-(1H-imidazol-1-yl)propoxy]-2-methylphenyl}acetamide;

2-(2-benzoyl-4-chlorophenoxy)-N-(1H-indazol-6-yl)acetamide;

2-[4-chloro-2-(2-thienylcarbonyl)phenoxy]-N-(1H-indazol-5-yl)acetamide;

2-[4-chloro-2-(2-furoyl)phenoxy]-N-(1H-indazol-5-yl)acetamide;

2-[4-chloro-2-(3-thienylcarbonyl)phenoxy]-N-(1H-indazol-5-yl)acetamide;

2-[4-chloro-2-(2-thienylcarbonyl)phenoxy]-N-{2-methyl-4-[3-(4-morpholinyl)propoxy]phenyl}acetamide;

2-[4-chloro-2-(2-thienylcarbonyl)phenoxy]-N-[4-(1-oxo-1lambda~4~,4-thiazinan-4-yl)phenyl]acetamide;

2-(2-benzoyl-4-chlorophenoxy)-N-{2-methyl-4-[3-(1-oxo-1lambda~4~,4-thiazinan-4-yl)propoxy]phenyl}acetamide;

2-[4-chloro-2-(2-furoyl)phenoxy]-N-[2-methyl-4-(1-oxo-1lambda~4~,4-thiazinan-4-yl)phenyl]acetamide;

N-[4-(aminosulfonyl)-2-methylphenyl]-2-(2-benzoyl-4-chlorophenoxy)acetamide;

N-[4-(aminosulfonyl)-2-methylphenyl]-2-[4-chloro-2-(2-thienylcarbonyl)phenoxy]acetamide;

2-[2-(1-benzofuran-2-ylcarbonyl)-4-chlorophenoxy]-N-phenylacetamide

2-[4-chloro-2-(1,3-thiazol-2-ylcarbonyl)phenoxy]-N-phenylacetamide;

N-[4-(aminosulfonyl)-2-methylphenyl]-2-[4-chloro-2-(2-furoyl)phenoxy]acetamide;

2-[4-chloro-2-(2-furoyl)phenoxy]-N-(1H-indazol-6-yl)acetamide;

2-[4-chloro-2-(3-furoyl)phenoxy]-N-[2-methyl-4-(1-oxo-1lambda~4~,4-thiazinan-4-yl)phenyl]acetamide;

2-[4-chloro-2-(3-thienylcarbonyl)phenoxy]-N-[4-(1-oxo-1lambda~4~,4-thiazinan-4-yl)phenyl]acetamide;

2-[4-chloro-2-(3-thienylcarbonyl)phenoxy]-N-[2-methyl-4-(1-oxo-1lambda~4~,4-thiazinan-4-yl)phenyl]acetamide;

2-{4-chloro-2-[(1-methyl-1H-pyrrol-2-yl)carbonyl]phenoxy}-N-phenylacetamide;

2-(4-chloro-2-{[5-(2-pyridinyl)-2-thienyl]carbonyl}phenoxy)-N-phenylacetamide;

2-[4-chloro-2-(1,3-thiazol-2-ylcarbonyl)phenoxy]-N-(1H-indazol-5-yl)acetamide;

2-[4-chloro-2-(1,3-thiazol-2-ylcarbonyl)phenoxy]-N-[2-methyl-4-(1-oxo-1lambda~4~,4-thiazinan-4-yl)phenyl]acetamide;

2-[4-chloro-2-(3-cyanobenzoyl)phenoxy]-N-[2-methyl-4-(1-oxo-1lambda~4~,4-thiazinan-4-yl)phenyl]acetamide;

2-[4-chloro-2-(3-pyridinylcarbonyl)phenoxy]-N-[2-methyl-4-(1-oxo-1lambda~4~,4-thiazinan-4-yl)phenyl]acetamide;

2-[2-(2-bromobenzoyl)-4-chlorophenoxy]-N-[2-methyl-4-(1-oxo-1lambda~4~,4-thiazinan-4-yl)phenyl]acetamide;

2-[2-(4-bromobenzoyl)-4-chlorophenoxy]-N-[2-methyl-4-(1-oxo-1lambda~4~,4-thiazinan-4-yl)phenyl]acetamide;

N-[4-(aminosulfonyl)-2-methylphenyl]-2-[2-(2-bromobenzoyl)-4-chlorophenoxy]acetamide;

2-{4-chloro-2-[(5-methyl-3-isoxazolyl)carbonyl]phenoxy}-N-[2-methyl-4-(1-oxo-1lambda~4~,4-thiazinan-4-yl)phenyl]acetamide;

2-[4-chloro-2-(3-fluorobenzoyl)phenoxy]-N-[2-methyl-4-(1-oxo-1lambda~4~,4-thiazinan-4-yl)phenyl]acetamide;

2-[4-chloro-2-(3-chlorobenzoyl)phenoxy]-N-[2-methyl-4-(1-oxo-1lambda~4~,4-thiazinan-4-yl)phenyl]acetamide;

N-[4-(aminosulfonyl)-2-methylphenyl]-2-[4-chloro-2-(3-cyanobenzoyl)phenoxy]acetamide;

N-[4-(aminosulfonyl)-2-methylphenyl]-2-[4-chloro-2-(3-fluorobenzoyl)phenoxy]acetamide;

N-[4-(aminosulfonyl)-2-methylphenyl]-2-[4-chloro-2-(3-chlorobenzoyl)phenoxy]acetamide;

2-{4-chloro-2-[(4-cyano-2-thienyl)carbonyl]phenoxy}-N-[2-methyl-4-(1-oxo-1lambda~4~,4-thiazinan-4-yl)phenyl]acetamide;

N-[4-(aminosulfonyl)-2-methylphenyl]-2-{4-chloro-2-[(4-cyano-2-thienyl)carbonyl]phenoxy}acetamide;

2-{4-chloro-2-[3-(trifluoromethyl)benzoyl]phenoxy}-N-[2-methyl-4-(1-oxo-1lambda~4~,4-thiazinan-4-yl)phenyl]acetamide;

2-[2-(3-bromobenzoyl)-4-chlorophenoxy]-N-[2-methyl-4-(1-oxo-1lambda~4~,4-thiazinan-4-yl)phenyl]acetamide;

2-[4-chloro-2-(3,5-difluorobenzoyl)phenoxy]-N-[2-methyl-4-(1-oxo-1lambda~4~,4-thiazinan-4-yl)phenyl]acetamide;

N-[4-(aminosulfonyl)-2-methylphenyl]-2-[2-(3-bromobenzoyl)-4-chlorophenoxy]acetamide;

2-[4-chloro-2-(3-methylbenzoyl)phenoxy]-N-[2-methyl-4-(1-oxo-1lambda~4~,4-thiazinan-4-yl)phenyl]acetamide;

2-[4-chloro-2-(3-cyanobenzoyl)phenoxy]-N-(5-methyl-1H-indazol-6-yl)acetamide;

N-[4-(aminosulfonyl)-2-methylphenyl]-2-[4-chloro-2-(3-pyridinylcarbonyl)phenoxy]acetamide;

2-[4-chloro-2-(3-cyanobenzoyl)phenoxy]-N-{2-methyl-4-[3-(1-pyrrolidinyl)propoxy]phenyl}acetamide;

N-[4-(aminosulfonyl)-2-methylphenyl]-2-{4-chloro-2-[(1-methyl-1H-imidazol-2-yl)carbonyl]phenoxy}acetamide;

N-[4-(aminosulfonyl)-2-methylphenyl]-2-[4-chloro-2-(1,3-thiazol-2-ylcarbonyl)phenoxy]acetamide;

2-[4-chloro-2-(3,5-difluorobenzoyl)phenoxy]-N-{2-methyl-4-[3-(1-pyrrolidinyl)propoxy]phenyl}acetamide;

N-[4-(aminosulfonyl)-2-methylphenyl]-2-[4-chloro-2-(3,5-difluorobenzoyl)phenoxy]acetamide;

2-{4-chloro-2-[3-fluoro-5-(trifluoromethyl)benzoyl]phenoxy}-N-[2-methyl-4-(1-oxo-1lambda~4~,4-thiazinan-4-yl)phenyl]acetamide

N-(1,3-benzothiazol-6-yl)-2-(2-benzoyl-4-chlorophenoxy)acetamide

2-(4-chloro-2-{3-[(trifluoromethyl)sulfanyl]benzoyl}phenoxy)-N-[2-methyl-4-(1-oxo-1lambda~4~,4-thiazinan-4-yl)phenyl]acetamide

2-[4-chloro-2-(3-ethynylbenzoyl)phenoxy]-N-[2-methyl-4-(1-oxo-1lambda~4~,4-thiazinan-4-yl)phenyl]acetamide;

2-[4-chloro-2-(3,5-dichlorobenzoyl)phenoxy]-N-[2-methyl-4-(1-oxo-1lambda~4~,4-thiazinan-4-yl)phenyl]acetamide;

N-[4-(aminosulfonyl)-2-methylphenyl]-2-[4-chloro-2-(3,5-dichlorobenzoyl)phenoxy]acetamide;

N-[4-(aminosulfonyl)-2-methylphenyl]-2-{4-chloro-2-[3-fluoro-5-(trifluoromethyl)benzoyl]phenoxy}acetamide;

N-(1,3-benzothiazol-6-yl)-2-[4-chloro-2-(3,5-difluorobenzoyl)phenoxy]acetamide

2-[4-chloro-2-(3-cyanobenzoyl)phenoxy]-N-(2-methyl-1,3-benzothiazol-5-yl)acetamide

N-[4-(aminosulfonyl)-2-methylphenyl]-2-(4-chloro-2-{3-[(trifluoromethyl)sulfanyl]benzoyl}phenoxy)acetamide;

N-[4-(aminosulfonyl)-2-methylphenyl]-2-[4-chloro-2-(3-ethynylbenzoyl)phenoxy]acetamide;

2-(2-benzoyl-4-chlorophenoxy)-N-[4-(methylsulfonyl)phenyl]acetamide;

N-[4-(aminosulfonyl)-2-methylphenyl]-2-{4-chloro-2-[3-(2-cyclopentylethynyl)benzoyl]phenoxy}acetamide;

2-{4-chloro-2-[3-fluoro-5-(trifluoromethyl)benzoyl]phenoxy}-N-(5-methyl-1H-indazol-6-yl)acetamide;

2-[4-chloro-2-(3,5-dichlorobenzoyl)phenoxy]-N-(5-methyl-1H-indazol-6-yl)acetamide;

N-[4-(aminosulfonyl)-2-methylphenyl]-2-{4-chloro-2-[3-(2-phenylethynyl)benzoyl]phenoxy}acetamide;

2-[4-chloro-2-(3,5-difluorobenzoyl)phenoxy]-N-(5-methyl-1H-indazol-6-yl)acetamide;

2-[4-chloro-2-(3,5-difluorobenzoyl)phenoxy]-N-[2-methyl-4-(methylsulfonyl)phenyl]acetamide;

N-(1,2-benzisothiazol-5-yl)-2-[4-chloro-2-(3-cyanobenzoyl)phenoxy]acetamide;

2-[4-chloro-2-(3,5-dichlorobenzoyl)phenoxy]-N-(5-methyl-1H-benzimidazol-6-yl)acetamide;

2-[4-chloro-2-(3,5-difluorobenzoyl)phenoxy]-N-(5-methyl-1H-benzimidazol-6-yl)acetamide;

2-{4-chloro-2-[3-fluoro-5-(trifluoromethyl)benzoyl]phenoxy}-N-(5-methyl-1H-benzimidazol-6-yl)acetamide

2-[4-chloro-2-(3,5-difluorobenzoyl)phenoxy]-1-(2,3-dihydro-1H-indol-1-yl)-1-ethanone;

2-[4-chloro-2-(3-cyanobenzoyl)phenoxy]-N-[2-methyl-4-(methylsulfonyl)phenyl]acetamide;

2-[4-chloro-2-(3-ethynylbenzoyl)phenoxy]-N-[2-methyl-4-(methylsulfonyl)phenyl]acetamide;

N-{4-[3-(aminosulfonyl)propoxy]-2-methylphenyl}-2-[4-chloro-2-(3,5-difluorobenzoyl)phenoxy]acetamide;

2-{2-[3,5-bis(trifluoromethyl)benzoyl]-4-chlorophenoxy}-N-(5-methyl-1H-benzimidazol-6-yl)acetamide;

2-{2-[(5-bromo-3-pyridinyl)carbonyl]-4-chlorophenoxy}-N-(5-methyl-1H-benzimidazol-6-yl)acetamide;

2-{4-chloro-2-[3-fluoro-5-(trifluoromethyl)benzoyl]phenoxy}-N-(6-methyl-1,3-benzothiazol-5-yl)acetamide;

N-{4-[3-(aminosulfonyl)propoxy]-2-methylphenyl}-2-{4-chloro-2-[3-fluoro-5-(trifluoromethyl)benzoyl]phenoxy}acetamide;

N-[4-(aminosulfonyl)-2-methylphenyl]-2-(4-chloro-2-{3-[(trifluoromethyl)sulfonyl]benzoyl}phenoxy)acetamide;

2-[4-chloro-2-(3,5-difluorobenzoyl)phenoxy]-N-[4-(1,3-thiazol-2-yl)phenyl]acetamide

2-[4-chloro-2-(3,5-difluorobenzoyl)phenoxy]-N-[4-(1,3-oxazol-2-yl)phenyl]acetamide

2-[4-chloro-2-(3,5-difluorobenzoyl)phenoxy]-N-{4-[(3-hydroxypropyl)sulfonyl]-2-methylphenyl}acetamide;

2-{4-chloro-2-[3-fluoro-5-(trifluoromethyl)benzoyl]phenoxy}-N-(2-methyl-4-{3-[(methylamino)sulfonyl]propoxy}phenyl)acetamide;

2-{4-chloro-2-[3-fluoro-5-(trifluoromethyl)benzoyl]phenoxy}-N-(4-{3-[(dimethylamino)sulfonyl]propoxy}-2-methylphenyl)acetamide;

N-[4-(aminosulfonyl)-2-methylphenyl]-2-{2-[(5-bromo-3-pyridinyl)carbonyl]-4-chlorophenoxy}acetamide;

2-{4-chloro-2-[3-fluoro-5-(trifluoromethyl)benzoyl]phenoxy}-N-{4-[3-(1H-imidazol-1-yl)propoxy]-2-methylphenyl}acetamide;

2-{4-chloro-2-[3-fluoro-5-(trifluoromethyl)benzoyl]phenoxy}-N-{2-methyl-4-[(E)-4-(1-pyrrolidinyl)-1-butenyl]phenyl}acetamide;

N-[4-(aminosulfonyl)-2-methylphenyl]-2-[4-chloro-2-(3-cyano-5-fluorobenzoyl)phenoxy]acetamide;

N-[4-(aminosulfonyl)-2-methylphenyl]-2-[4-chloro-2-(3-cyano-5-methylbenzoyl)phenoxy]acetamide;

N-[6-(aminosulfonyl)-4-methyl-3-pyridinyl]-2-[4-chloro-2-(3-cyano-5-methylbenzoyl)phenoxy]acetamide;

N-[4-(aminosulfonyl)-2-methylphenyl]-2-[4-chloro-2-(3-chloro-5-cyanobenzoyl)phenoxy]acetamide;

N-[4-(aminosulfonyl)-2-methylphenyl]-2-[4-chloro-2-(3,5-dimethylbenzoyl)phenoxy]acetamide;

N-[4-(aminosulfonyl)-2-methylphenyl]-2-[4-chloro-2-(3-cyano-5-ethylbenzoyl)phenoxy]acetamide;

2-[4-chloro-2-(3-cyano-5-methylbenzoyl)phenoxy]-*N*-{4-[3-(2,5-dihydro-1*H*-pyrrol-1-yl)propoxy]-2-methylphenyl}acetamide hydrochloride;

N-[4-(aminosulfonyl)-2-methylphenyl]-2-[4-chloro-2-(3-chloro-5-methylbenzoyl)phenoxy]acetamide;

N-[4-(aminosulfonyl)-2-methylphenyl]-2-[4-chloro-2-(3,5-dichlorobenzoyl)phenoxy]acetamide;

N-[4-(aminosulfonyl)-2-methylphenyl]-2-{4-chloro-2-[(6-cyano-2-pyridinyl)carbonyl]phenoxy}acetamide;

N-[6-(aminosulfonyl)-2-methyl-3-pyridinyl]-2-[4-chloro-2-(3-cyano-5-methylbenzoyl)phenoxy]acetamide;

N-[4-(aminosulfonyl)-2-methylphenyl]-2-[4-chloro-2-(3,5-dicyanobenzoyl)phenoxy]acetamide;

N-[4-(aminosulfonyl)-2-methylphenyl]-2-{4-chloro-2-[3-cyano-5-(trifluoromethyl)benzoyl]phenoxy}acetamide;

and pharmaceutically acceptable ~~derivative~~ salts thereof.

Claim 24 (canceled)

Claim 25 (currently amended) A compound selected from the group consisting of:

N-[4-(aminosulfonyl)-2-methylphenyl]-2-[4-chloro-2-(3-cyanobenzoyl)phenoxy]acetamide;

N-[4-(aminosulfonyl)-2-methylphenyl]-2-{4-chloro-2-(3-fluoro-5-(trifluoromethyl)benzoyl]pheonoxy}acetamide;

N-{4-[3-(aminosulfonyl)propoxy] -2-methylphenyl}-2-{4-chloro-2-[3-fluoro-5-(trifluomethyl)benzoyl]phenoxy}acetamide;

N-[4-(aminosulfonyl)-2-methylphenyl]-2-[4-chloro-2-(3-cyano-5-fluorobenzoyl)phenoxy]acetamide;

N-[4-(aminosulfonyl)-2-methylphenyl]-2-[4-chloro-2-(3-cyano-5-methylbenzoyl)phenoxy]acetamide;

N-[6-(aminosulfonyl)-4-methyl-3-pyridinyl]-2-[4-chloro-2-(3-cyano-5-methylbenzoyl)phenoxy]acetamide;

N-[4-(aminosulfonyl)-2-methylphenyl]-2-[4-chloro-2-(3-chloro-5-cyanobenzoyl)phenoxy]acetamide;

N-[4-(aminosulfonyl)-2-methylphenyl]-2-[4-chloro-2-(3,5-dimethylbenzoyl)phenoxy]acetamide;

N-[4-(aminosulfonyl)-2-methylphenyl]-2-[4-chloro-2-(3-cyano-5-ethylbenzoyl)phenoxy]acetamide;

2-[4-chloro-2-(3-cyano-5-methylbenzoyl)phenoxy]-*N*-{4-[3-(2,5-dihydro-1*H*-pyrrol-1-yl)propoxy]-2-methylphenyl}acetamide hydrochloride;

N-[4-(aminosulfonyl)-2-methylphenyl]-2-[4-chloro-2-(3-chloro-5-methylbenzoyl)phenoxy]acetamide;

N-[4-(aminosulfonyl)-2-methylphenyl]-2-[4-chloro-2-(3,5-dichlorobenzoyl)phenoxy]acetamide;

N-[4-(aminosulfonyl)-2-methylphenyl]-2-{4-chloro-2-[(6-cyano-2-pyridinyl)carbonyl]phenoxy}acetamide;

N-[6-(aminosulfonyl)-2-methyl-3-pyridinyl]-2-[4-chloro-2-(3-cyano-5-methylbenzoyl)phenoxy]acetamide;

N-[4-(aminosulfonyl)-2-methylphenyl]-2-[4-chloro-2-(3,5-dicyanobenzoyl)phenoxy]acetamide;
and pharmaceutically acceptable ~~derivative~~ salts thereof.

Claim 26 (currently amended) A compound according to claim 4 wherein R^1 is C_{6-14} aryl substituted in the meta position, particularly with halogen and wherein R^3 is hydrogen and R^4 is C_{6-14}aryl substituted with C_{1-8}alkyl~~, in particular methyl~~.

Claim 27 (canceled)

Claim 28 (currently amended) ~~The method according to claim 27 wherein the viral infection is an~~ A method of treatment of an HIV infection in a mammal comprising administering to said mammal an anti-HIV effective amount of a compound according to claim 2.

Claim 29 (currently amended) A method of inhibiting HIV reverse ~~transcerptase~~ transcriptase comprising administering to a mammal an effective amount of a compound according to ~~any of~~ claim 2.

Claim 30 (previously presented) A method of preventing HIV infection, or of treating HIV infection, comprising administering to a mammal an effective amount of a compound according to claim 2.

Claim 31 (canceled)
Claim 32 (canceled)
Claim 33 (canceled)

Claim 34 (previously presented) A pharmaceutical composition comprising an effective amount of a compound according to claim 2 together with a pharmaceutically acceptable carrier.

Claim 35 (original) A pharmaceutical composition according to claim 34 in the form of a tablet or capsule.

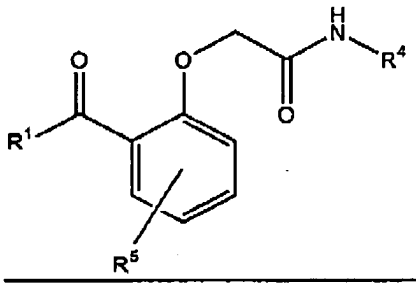
Claim 36 (original) A pharmaceutical composition according to claim 34 in the form of a liquid.

Claim 37 (canceled)

Claim 38 (canceled)

Claim 39 (canceedl)

Claim 40 (currently amended) A compound ~~according to claim 17~~ of formula (III)



(III)

wherein

R^1 is phenyl which is substituted in the *meta* position with one or more substituents selected from the group consisting of halogen, $-CF_3$, C_{1-8}alkyl, C_{1-8}alkylamino, alkoxy, C_{3-6}cycloalkylC_{2-6}alkenyl, C_{6-14}arylC_{2-6}alkenyl, -CN, $-NO_2$, $-NH_2$, $-SR^6$, $-S(O)_2R^6$, $-S(O)R^7$, $-S(O)_2R^7$, $-C(O)R^7$, C_{2-6}alkenyl which may be optionally substituted with a substituent selected from the group consisting of hydroxy, halogen, aryl, and heterocycle, and C_{2-6}alkynyl which may be optionally substituted with a substituent selected from the group consisting of hydroxy, halogen, aryl, C_{3-6}cycloalkyl, and heterocycle;

R^2 is hydrogen;

R^3 is hydrogen;

R^4 is phenyl substituted in the *ortho* position with a substituent selected from the group consisting of hydroxy, halogen, $-CF_3$, or C_{1-8}alkyl and substituted at the *para* position with a substituent selected from the group consisting of hydroxy, halogen, $-CF_3$, C_{1-8}alkyl, hydroxyC_{1-8}alkyl, -CN, $-NO_2$, C_{1-8}alkylamino, heterocycleC_{1-8}alkyl, $-C(O)NH_2$, $-S(O)R^7$, $-S(O)_2R^7$, $-C(O)R^7$, $-NS(O)_2R^7$, $-S(O)_2NR^8R^9$, $-S(O)_2NHR^{11}$, $-SO_2R^{11}$, $-OR^{11}$, $-C(O)R^{11}$, $-C(O)NR^{11}$, $-C(O)OR^{11}$, $-NR^{11}$, $-NC(O)R^{11}$, heterocycleC_{2-6}alkenyl, heterocycle which may be optionally substituted with one or more substituents selected from the group consisting of oxo, C_{1-8}alkyl, and $C(O)OR^{11}$, and C_{1-8}alkyl which may be optionally substituted with one or more substituents selected from the group consisting of -CN and heterocycle, optionally substituted with $-C(O)R^{11}$;

R^5 is a substituent in the *para* position relative to X and is selected from the group consisting of halogen, C_{1-8}alkyl, $-NO_2$, $-NH_2$, C_{1-8}alkylamino, CF_3, or alkoxy;

R^6 is C_{1-8}alkyl, optionally substituted with one or more substituents selected from the group consisting of hydroxy, halogen, $-CF_3$, aryl, and heterocycle;

R^7 is C_{1-8}alkyl, optionally substituted with one or more substituents selected from the group consisting of hydroxy, halogen, aryl, C_{3-6}cycloalkyl and heterocycle; $-NH_2$; or heterocycle;

R^8 and R^9 are independently selected from the group consisting of hydrogen; C_{3-6}cycloalkyl; C_{1-8}alkyl optionally substituted with one ore more substituents selected from the group consisting of oxo, heterocycle, CN and C_{6-14}aryl optionally substituted with alkoxy, C_{1-8}alkylamino, C_{1-8}alkylheterocycle, heterocycleC_{1-8}alkyl, C_{3-6}cycloalkylC_{1-8}alkyl, and C_{3-6}cycloaklyl; or $-C(O)NH_2$;

R^{11} is C_{1-8}alkyl, optionally substituted with one or more substituents selected from the group consisting of hydrogen, C_{1-8}alkyl, $-S(O)_2NR^8R^9$, $-NR^8R^9$, and heterocycle, optionally substituted with one or more substituents selected from the group consisting of oxo and C_{1-8}alkyl; or a pharmaceutically acceptable ~~derivative~~ salt thereof.

Claim 41 (canceled)

Claim 42 (canceled)

Claim 43 (currently amended) A compound according to claim 6 wherein R^1 is C_{6-14} aryl substituted in the meta position, particularly with halogen and wherein R^3 is hydrogen and R^4 is C_{6-14}aryl substituted with C_{1-8}alkyl~~, in particular methyl~~.

Claim 44 (currently amended) A compound according to claim 7 wherein R^1 is C_{6-14} aryl substituted in the meta position, particularly with halogen and wherein R^3 is hydrogen and R^4 is C_{6-14}aryl substituted with C_{1-8}alkyl~~, in particular methyl~~.

Claim 45 (currently amended) A compound according to claim ~~17~~ 2 wherein R^1 is C_{6-14} aryl substituted in the meta position, particularly with halogen and wherein R^3 is hydrogen and R^4 is C_{6-14}aryl substituted with C_{1-8}alkyl~~, in particular methyl~~.

Claim 46 (currently amended) A compound according to claim 18 wherein R^1 is C_{6-14} aryl substituted in the meta position, particularly with halogen and wherein R^3 is hydrogen and R^4 is C_{6-14}aryl substituted with C_{1-8}alkyl~~, in particular methyl~~.

Claim 47 (currently amended) A compound according to claim 19 wherein R^1 is C_{6-14} aryl substituted in the meta position, particularly with halogen and wherein R^3 is hydrogen and R^4 is C_{6-14}aryl substituted with C_{1-8}alkyl~~, in particular methyl~~.

Claim 48 (currently amended) A method of treatment of ~~a viral~~ an HIV infection in a mammal comprising administering to said mammal an antivirally effective amount of a compound according to claim 4.

Claim 49 (currently amended) A method of treatment of ~~a viral~~ an HIV infection in a mammal comprising administering to said mammal an antivirally effective amount of a compound according to claim 23.

Claim 50 (currently amended) A method of inhibiting HIV reverse ~~transcrptase~~ transcriptase comprising administering to a mammal an effective amount of a compound according to claim 4.

Claim 51 (currently amended) A method of inhibiting HIV reverse ~~transcrptase~~ transcriptase comprising administering to a mammal an effective amount of a compound according to claim 23.

Claim 52 (previously presented) A method of preventing HIV infection, or of treating HIV infection, comprising administering to a mammal an effective amount of a compound according to claim 4.

Claim 53 (previously presented) A method of preventing HIV infection, or of treating HIV infection, comprising administering to a mammal an effective amount of a compound according to claim 23.

Claim 54 (previously presented) A pharmaceutical composition comprising an effective amount of a compound according to claim 4 together with a pharmaceutically acceptable carrier.

Claim 55 (previously presented) A pharmaceutical composition comprising an effective amount of a compound according to claim 23 together with a pharmaceutically acceptable carrier.

Claim 56 (new) A compound according to claim 7 wherein R^4 is C_{6-14}aryl substituted with methyl.

Claim 57 (new) A compound according to claim 10 wherein X is O.

Claim 58 (new) A compound of formula (I) according to claim 20 wherein R^1 is phenyl which is substituted in the meta position with one or more substituents selected from the group consisting of halogen, $-CF_3$, C_{1-8}alkyl, and -CN; R^4 is phenyl substituted with one or more substituents selected from the group consisting of halogen, C_{1-8}alkyl, -CN, $-NO_2$, $-S(O)R^7$, $-S(O)_2R^7$, $-NS(O)_2R^7$, wherein R^7 is $-NH_2$; and R^5 is halogen; or a pharmaceutically acceptable salt thereof.

Claim 59 (new) A compound of formula (I) according to claim 20 wherein R^1 is phenyl which is substituted in the meta position with one or more substituents selected from the group consisting of halogen, C_{1-8}alkyl, CF_3, -CN; R^4 is phenyl substituted with one or more substituents selected from the group consisting of C_{1-8}alkyl and $S(O)_2NR^8R^9$, wherein $R^8$and R^9 are independently selected from the group consisting of hydrogen, C_{3-6}cycloalkyl, C_{1-8}alkyl optionally substituted with one or more substituents selected from the group consisting of oxo, heterocycle, CN and C_{6-14}aryl optionally substituted with C_{1-8}alkoxy, C_{1-8} alkylamino, C_{1-8}alkylheterocycle, heterocycle, heterocycleC_{1-8}alkyl, C_{3-6}cycloalkylC_{1-8}alkyl, and C_{3-6}cycloalkyl.

Claim 60 (new) A compound of formula (I) according to claim 20 wherein R^1 is phenyl which is substituted in the meta position with one or more substituents selected from the group consisting of halogen, $-CF_3$, C_{1-8}alkyl, -CN, C_{2-6}alkenyl which may be optionally substituted with a substituent selected from the group consisting of hydroxy, halogen, aryl, and heterocycle and C_{2-6}alkynyl which may be optionally substituted with a substituent selected from the group consisting of hydroxy, halogen, aryl, C_{3-6}cycloalkyl, and heterocycle; R^4 is phenyl substituted with one or more substituents selected from the group consisting of C_{1-8}alkyl, $-S(O)_2R^7$, $-S(O)_2NR^8R^9$, $-OR^{11}$, heterocycleC_{2-6}alkenyl, and heterocycle which may be optionally substituted with oxo; and R^5 is halogen; or a pharmaceutically acceptable salt thereof.

Claim 61 (new) A compound of formula (III) according to claim 40 wherein R^1 is phenyl which is substituted in the meta position with one or more substituents selected from the

group consisting of halogen, $-CF_3$, C_{1-8}alkyl, -CN, $-SR^6$, $-S(O)_2R^6$; R^6 is C_{1-8}alkyl, optionally substituted with halogen; R^7 is C_{1-8} alkyl, optionally substituted with one or more substituents selected from the group consisting of hydroxy, $-NH_2$, or heterocycle; R^4 is phenyl substituted with one or more substituents selected from the group consisting of hydroxy, $-CF_3$, C_{1-8}alkyl, hydroxyC_{1-8}alkyl, -CN, $-NO_2$, $-C(O)NH_2$, $-S(O)_2R^7$, $-S(O)_2NR^8R^9$, $-OR^{11}$, $-C(O)NR^{11}$, $-C(O)OR^{11}$, $-NR^{11}$, $-NC(O)R^{11}$, heterocycle which may be optionally substituted with one or more substituents selected from the group consisting of oxo and C_{1-8}alkyl; $R^8$and R^9 are the same or different and are selected from the group consisting of hydrogen, C_{1-8}alkyl, C_{1-8}alkylheterocycle, heterocycle, and C_{3-6}cycloalkyl; R^{10} is C_{1-8}alkyl; R^{11} is C_{1-8}alkyl, optionally substituted with $-S(O)_2NR^8R^9$; and R^5 is halogen or $-NO_2$; or a pharmaceutically acceptable salt thereof.

Claim 62 (new) A compound of formula (I) according to claim 60 wherein R^1 is phenyl which is substituted in the meta position with one or more substituents selected from the group consisting of halogen, $-CF_3$, C_{1-8}alkyl, and -CN; R^4 is phenyl substituted with one or more substituents selected from the group consisting of halogen, C_{1-8}alkyl, -CN, $-NO_2$, $-S(O)R^7$, $-S(O)_2R^7$, $-NS(O)_2R^7$, wherein R^7 is $-NH_2$; and R^5 is halogen; or a pharmaceutically acceptable salt thereof.